



For information purposes only

INTERNAL REGULATIONS ON CONDUCT IN THE SECURITIES MARKETS  
FOR FLUIDRA, S.A.

28 July 2016

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## 1. PREAMBLE

This restated text of the Internal Regulations on Conduct in the Securities Markets (hereinafter, the “**Regulations on Conduct**” or the “**Regulations**”) was approved by the Board of Directors of FLUIDRA, S.A. (hereinafter, the “**Company**”) held on October 2008 and subsequently amended by it at its meetings held on 30 August 2011 and 28 July 2016.

The purpose of these Regulations is to adjust the Company’s actions, its administrative bodies, employees and representatives to the norms of conduct that, in exercising the activities related with the securities markets, are to be respected by the former, in compliance with Royal Legislative Decree 4/2015, of 23 October, which passed the amended text of the Securities Market Act (hereinafter, the “**TRLMV**”); Royal Decree 1333/2005 (hereinafter, **RD 1333/2005**) of 11 November on market abuse, Royal Decree 1362/2007 (hereinafter, **RD 1362/2007**) of 19 October, on the requirements for transparency with regard to information about the issuers whose securities are admitted to trading on an official secondary market or any other market regulated by the EU, Regulation (EU) No 596/2014 of the European Parliament and of the Council on market abuse (hereinafter, “**Regulation 596/2014**”) and any other regulations that may apply.

As a listed company, it is the Company’s duty and intention (a definition that includes the aforementioned addressees) to behave with maximum diligence and transparency in all their actions, to reduce to the minimum the risks of conflicts of interest and to ensure, in summary, proper and timely information for investors, all of the above to the benefit of market integrity.

## 2. DEFINITIONS

For the purposes of these Regulations the following are understood to be:

- **Relevant Documents**

Hard copies – written, computerised or of any other type – of Relevant Information, which is strictly confidential in nature.

- **The Fluidra Group**

The Company and all those subsidiaries and holdings that are covered, by relation to it, under the situation provided for in article 5 of the TRLMV.

- **Material Fact**

Any notification of Relevant Information that securities issuers are obliged to distribute immediately to the Spanish Securities Commission (“**CNMV**”) in

accordance with article 228.2 of the TRLMV and its implementing regulations.

- **Privileged Information**

In accordance with article 226.1 of the TRLMV Privileged Information is understood to be all information of a specific nature that refers, directly or indirectly, to one or more Negotiable Securities or Financial Instruments issued by the Company that has not been made public and that, if it were to be made public, could influence or could have had a material influence on the quotation for said Negotiable Securities or Financial Instruments in a market or organised trading system.

The concept of quotation includes, in addition to that for Negotiable Securities or Financial Instruments, the quotation for the derived financial instruments related to them.

In accordance with article 1.1 of RD 1333/2005, it is considered that information is specific if it indicates a series of circumstances that can arise, or can reasonably be expected to arise, or an event that has occurred or could reasonably be expected to occur when this information is sufficiently specific to allow one to be able to conclude the possible effect of this series of circumstances or events on the prices of the corresponding Negotiable Securities or Financial Instruments or, as applicable, of the derived financial instruments related thereto.

Likewise, in accordance with aforementioned article 1.1 it will be considered that an item of information could have an appreciable influence on a quotation when this information is such that it could be used by a rational investor as part of the basis for his or her investment decisions.

- **Relevant Information**

In accordance with article 228.1 of the TRLMV, Relevant Information is considered as all information that if disclosed could reasonably affect an investor in acquiring or transferring securities or financial instruments and, therefore, may have an appreciable influence on its quotation on a secondary market.

- **Insiders**

The individuals, including advisors or external consultants, who on a temporary or short-term basis have access to the Company's privileged information as a result of their involvement in an operation, at the time that they are registered on the Registry of Insiders, pursuant to article 7 of these Regulations. Insiders will no longer be subject to this condition from the time the Privileged Information is available to the market. They will be informed of this event by means of a notification in compliance with the regulations in

force, by the Regulatory Compliance Body, or on its behalf, by the Legal Director.

- **Persons Subject to the Regulations**

The following shall be considered Persons Subject to the Regulations:

- (i) the members of the Company's Board of Directors and, in the event that they are not members, the Secretary and Vice-Secretary to the Board of Directors, as well as the Company's Legal Director (if he or she is not the Secretary);
- (ii) the Company's senior management;
- (iii) the managers and employees appointed by both the Company and its subsidiary companies who work in areas related to securities markets or who have access to the Privileged Information related, directly or indirectly, to the Company and its subsidiaries.
- (iv) the Insiders:
- (v) the personnel, if any, who form part of the stock exchange services of Fluidra Group companies, and
- (vi) any other person included in the scope of application of the Regulations by decision of the Legal Director appointed at the proposal of the Regulatory Compliance Body in view of the circumstances that concur in each case.

- **Related Parties:**

The following are to be considered as Related Parties with regard to the Persons Subject to the Regulations, in line with what is provided for in article 9 of RD 1333/2005:

- (i) spouses or persons with a similar relationship;
- (ii) children in their charge;
- (iii) relatives have been living with them or have been their responsibility for at least one year from the date of performing a transaction;
- (iv) any legal person or any fiduciary legal business in which a Person Subject to the Regulations or any person provided for in the previous section occupies a managerial position or is responsible for its management; or which is directly or indirectly controlled by a Person Subject to the Regulations, or created for his or her benefit, or whose economic interests are, to a great extent, equivalent to those of the Persons Subject to the Regulations; and

- (v) proxies, understood to be those who, in their own name, carry out transactions on securities on behalf of a Person Subject to the Regulations.

- **Negotiable Securities or Financial Instruments**

Negotiable Securities or Financial Instruments are understood to be:

- (i) Fixed or variable income moveable securities, whether or not equity-linked, issued by the Company or its subsidiaries that are traded on a secondary market.
- (ii) Financial instruments and contracts of any type that grant the right to acquire the above securities, including those not traded on a secondary market.
- (iii) The financial instruments and contracts, including those not negotiated on secondary markets, that have underlying securities or instruments issued by the Company or its subsidiaries.
- (iv) For the sole purposes of article 4 of these Regulations those negotiable securities issued by other companies with regard to which there is Privileged Information.

### **3. SUBJECTIVE SCOPE OF APPLICATION**

Unless expressly indicated otherwise, these Regulations on Conduct apply to the Persons Subject to the Regulations.

The Company's Legal Director is to maintain at all times an updated register of the Persons Subject to the Regulations. Said register shall contain at least the following information: (i) Full personal details of the Persons Subject to the Regulations; (ii) reason why they are subject to them; and, (iii) date of addition or modification of an entry.

### **4. TREATMENT OF THE PRIVILEGED INFORMATION**

In accordance with article 227.1 of the TRLMV, the Persons Subject to the Regulations who possess any class of Privileged Information:

- (a) Must abstain from preparing or performing, directly or indirectly, on their own or on a third party's account, any kind of transaction on the Company's Negotiable Securities and Financial Instruments. Excepted from this is the preparation and performance of the transactions whose existence constitutes Privileged Information, as well as the transactions carried out in compliance with an obligation, which has matured, for acquiring or transferring said Negotiable Securities and Financial Instruments, when this obligation is covered in agreement entered into prior to the Persons Subject to the Regulations coming into possession of the Privileged Information.

Also excepted are other transactions carried out in compliance with the applicable regulations.

- (b) Must not disclose any Privileged Information to third parties unless this is necessary for them to carry out their work, profession, position or duties responsibly, and subject to the requirements provided for in these Regulations.
- (c) Must not recommend the acquisition or sale of the Company's Negotiable Securities or Financial Instruments to third parties, by virtue of holding Privileged Information.
- (d) Must, in general, comply with the provisions set out in the applicable legislation and in these Regulations.

## **5. STANDARDS OF CONDUCT WITH REGARD TO NEGOTIABLE SECURITIES AND FINANCIAL INSTRUMENTS**

### **5.1. Periods of restricted action**

Persons Subject to the Regulations are to abstain from purchasing or selling the Company's Negotiable Securities or Financial Instruments during the following periods of restricted action:

- (i) during the thirty (30) days prior to the estimated date of publication of quarterly, six-monthly and annual advance results announcements that the Company has to send to the CNMV and to the Stock Exchanges' Governing Bodies up until their general publication.
- (ii) as from when they have information on proposals for the distribution of dividends, capital increases or reductions, or issues of Company's convertible securities, up until their general publication.
- (iii) as from when they have any other relevant information until it is in the public domain.

The Company's Legal Director, subject to consultation with the Managing Director, may agree on the prohibition or mandatory submission of transactions on Negotiable Securities and Financial Instruments of all or some of the Persons Subject to the Regulations, who must seek his prior authorisation during the period determined by him, in the light of circumstances that justify this. In such cases, the power for authorising personal transactions by the Company's Legal Director involving Negotiable Securities and Financial Instruments will lie with the Managing Director.

### **5.2. Obligation to inform**

The Persons Subject to the Regulations are to notify the Company's Legal Director in writing of any transaction involving the Company's Negotiable

Securities and Financial Instruments, whether carried out on their own or a third party's account. Those carried out by Related Parties are to be treated as transactions carried out on one's own account and have to be declared.

Notifications must be made within three working days from the time a transaction has been completed. Persons who for any reason are included in the subjective scope of these Regulations must notify the transactions carried out with the Company's Negotiable Securities and Financial Instruments on the date on which they fall within this scope.

The notification must include the following information:

- a) The name of the Person Subject to the Regulations or the principal in the transaction, as the case may be.
- b) The reason for the obligation to submit notification.
- c) The description of the Negotiable Security or Financial Instrument.
- d) The nature of the transaction.
- e) The date on and the market in which the transaction took place
- f) The price and volume of the transaction.

### 5.3. Prohibition on resale

In no case may the Negotiable Securities and Financial Instruments acquired be sold on the same day on which the purchase transaction takes place.

## 6. PORTFOLIO MANAGEMENT

As for the portfolio management contracts entered into by the Persons Subject to the Regulations with entities entitled to perform this investment service, the following rules will apply:

- (i) **Contents of discretionary portfolio management contracts.** On the full understanding that such contracts grant a manager acting for the principal full powers to make the investment decision, the Persons Subject to the Regulations must:
  - (a) notify the manager that they are subject to these Regulations and its contents; and
  - (b) ensure that these contracts contain clauses establishing the manager's obligation to inform the Company's Legal Director, should this be so required, of any transaction carried out on the Negotiable Securities and Financial Instruments.

The obligation referred to in the above paragraph shall not apply to those portfolio management contracts in which there is an absolute and irrevocable guarantee that the transactions are to be carried out without any intervention on the part of the Persons Subject to the Regulations and, therefore, exclusively under the manager's professional criterion and in accordance with the criteria applied generally to clients with similar financial and investment profiles.

In any event, the regime provided for in article 5 above shall not apply to the transactions on Negotiable Securities and Financial Instruments within the framework of discretionary management portfolios that require the express agreement of the Persons Subject to the Regulations, whereby the latter must to comply with the obligations established therein.

- (ii) **Notification.** The Persons Subject to the Regulations who enter into a discretionary management portfolio contract are to send a copy of the same to the Company's Legal Director within the three working days following its signature. If the Company's Legal Director were, with reason, to consider that the contract does not comply with the provisions of this section, he or she must notify the Person Subject to the Regulations so that the agreement can be amended as required. Until such amendments have been made, the Persons Subject to the Regulations must instruct the manager to not carry out any transaction with the Negotiable Securities or Financial Instruments.
- (iii) **Contract cancellation.** A Person Subject to the Regulations will be responsible for evaluating the advisability of cancelling portfolio management contracts in the event of non-compliance by the manager of the provisions of these Regulations.
- (iv) **Prior contracts.** Any contracts executed by the Persons Subject to the Regulations prior to these Regulations coming into effect must be adapted to the provisions set out herein – and, should the Regulations be amended, such contracts must also be amended to comply with the new provisions therein. In the meanwhile, the provisions of section (ii) above on the prohibition to carry out transactions on the Negotiable Securities and Financial Instruments will apply.

## **7. STANDARDS OF CONDUCT WITH REGARD TO THE PRIVILEGED AND RELEVANT INFORMATION**

In line with the provisions of articles 230 of the TRLMV and 8.1 of the RD 1333/2005, during the study or negotiation phases of any legal or financial transaction that might have an appreciable influence on the quotation for the Negotiable Securities and Financial Instruments of any class issued by the Company:

- a) Knowledge of the information is to be strictly limited to those persons, within or outside the organisation, for whom it is essential.

- b) The Company's Legal Director is to keep a record ("**Register of Insiders**") for each transaction conducted by the Persons Subject to the Regulations with the identity of the persons referred to in the above section, the reason for that person appearing on the Register of Insiders and the dates on which it was created and updated. This Register of Insiders must be updated immediately in the following cases:
- When there is a change in the reasons for a person appearing in it.
  - When it is necessary to add a new person to it.
  - When a person who appears in it ceases to have access to Privileged or Relevant Information, in which case the date on which this circumstance arises should be recorded.

The data recorded in the Register must be kept on record for at least five years following the date on which they were last entered or updated.

- c) The Company's Legal Director must expressly warn the persons included in the Register of Insiders of the reserved nature of the information and of their duty to confidentiality and prohibition on its use, as well as of the infringements and penalties derived from its improper use. Likewise, the Company's Legal Director is to inform the interested parties of their inclusion in the Register of Insiders and of the other matters provided for in the Organic Law 15/1999 of 13 December on Personal Data Protection.
- d) The necessary security measures are to be established for ensuring the custody, filing, access, reproduction and distribution of the Privileged and Relevant Information in accordance with the rules contained in these Regulations.
- e) The Chief Financial Officer, or the person or persons designated for that purpose, are to monitor the market evolution of the Negotiable Securities and Financial Instruments issued by the Company, and the news that the professional reporters of economic information and the media issue and that could affect them.
- f) In the event of an abnormal evolution of the volumes contracted or of the prices negotiated and the existence of rational indications that said evolution is arising as a consequence of a premature, partial or distorted dissemination of the Privileged and Relevant Information, the Chief Financial Officer and the Legal Director, subject to consultation with the Managing Director, must immediately issue a Material Fact clearly and precisely informing the state of the operation in progress or which contains an advance of the information to be provided. Notwithstanding the above, when the above persons consider that the information should not be made public as this would affect the Company's legitimate interests, the Company's Legal Director must notify the CNMV immediately of this circumstance.

Furthermore, the Persons Subject to the Regulations who have any Privileged or Relevant Information shall be obliged to:

- safeguard it, without affecting their duty to notify and collaborate with the legal and administrative authorities under the terms provided for in the TRLMV and other applicable legislation;
- adopt appropriate measures to prevent this Information being the object of abusive or unfair use;
- notify the Company's Legal Director immediately of any abusive or unfair use of the Privileged or Relevant Information of which they are aware.

Material Facts are to be made known immediately to the CNMV by the Compliance Officer subject to consultation with the Managing Director. This notification is to be made prior to its disclosure by any other means and as soon as the Material Fact becomes known, the decision has been taken or the corresponding agreement or contract signed. The content of the notification must be true, clear, complete and, if the nature of the information so requires, quantified in such a manner so that it does not lead to confusion or deception. All of the above in accordance with the provisions set out in article 228.3 of the TRLMV and other applicable provisions.

Material Facts will be accessible on the Company's website as soon as they have been notified to the CNMV.

The Compliance Officer will regularly monitor the contents of the Company website to ensure it complies with the aforementioned requirement, in general, with all of the disclosures required of it as a listed company.

The Chief Financial Officer, subject to consultation with the Managing Director, will confirm or deny, as applicable, the public disclosures on the circumstances that are considered to be a Material Fact.

In order to ensure that the Relevant Information is transmitted to the market in a balanced manner, the Persons Subject to the Regulations are to abstain from furnishing analysts, shareholders, investors or the press with information considered to be a Material Fact that has not been provided, previously or simultaneously, to the market in general.

The Persons Subject to the Regulations must make every endeavour to ensure that Relevant Documents are suitably kept on record and to maintain the strictly confidential nature of these such that the normal quotation for the Negotiable Securities and Financial Instruments cannot be affected by third-party knowledge.

In the case of external advisers, their access to the Relevant Documents shall require a prior signature to a confidentiality agreement in which they are advised of the nature of the information provided to them and of the obligations

they assume on this matter, as well as on the inclusion of their details in the corresponding documentary register under the terms mentioned in this section. Annex I attached hereto contains a standard confidentiality agreement.

For the purposes of the provisions of this article, external advisers are understood to be those individuals or legal persons and, in the latter case, their directors and employees, who provide advisory or consultancy services or those of an analogous nature to any of the companies making up the Fluidra Group and who, by consequence thereof, have access to the Privileged and Relevant Information.

## **8. PROHIBITION ON MANIPULATING THE QUOTATION OF THE COMPANY'S NEGOTIABLE SECURITIES AND FINANCIAL INSTRUMENTS**

In accordance with articles 231 of the TRLMV and 2.1 of RD 1335/2005, the Persons Subject to the Regulations are to abstain from preparing or carrying out practices that falsify the free setting of the prices for the Company's Negotiable Securities and Financial Instruments, such as:

- Issuing orders or carrying out transactions in the market that provide or could provide false or deceptive signs with regard to the supply, demand or price of the Company's Negotiable Securities or Financial Instruments.
- Issuing orders or carrying out transactions through one or various persons acting in concert that will push up the price of one or more of the Company's Negotiable Securities or Financial Instruments to an abnormal or artificial level, unless the person who carried out the transactions or who issued the orders were to demonstrate the legitimacy of the reasons for doing so and that they are in line with market practices accepted in the corresponding regulated market, as well as the joint actions of one or more persons in ensuring a dominant position on the supply or demand for a Negotiable Security or Financial Instrument with the result of fixing, directly or indirectly, purchase or sales prices or other non-equitable trading conditions.
- Issuing orders or carrying out transactions that employ fictitious devices or any form of deception or machination, as well as the sale or purchase of a Negotiable Security or Financial Instrument at the time the market closes in order to induce errors in investors who are acting on the basis of closing quotations.
- Disseminating, through the media, including the Internet or any other medium, information that provides or could provide false or deceptive indications with regard to the Company's Negotiable Securities and Financial Instruments, including the propagation of rumours and false or deceptive news when the person who spreads them knows or should have known that the information was false or deceptive.

- Taking advantage of the occasional or periodic access to traditional or electronic media to express an opinion on the Negotiable Securities and Financial Instruments or, indirectly on its issuer, after having adopted a certain position and benefiting from the repercussions of the opinion expressed on the price of said Negotiable Security or Financial Instrument, without having simultaneously notified this conflict of interest in a suitable and effective manner in a public statement.

The following transactions or orders must not be considered to have been included in this article:

- those that have their origin in the execution by the Company of treasury stock buyback programmes, provided that the conditions legally established for this are complied with; and
- in general, those carried out in compliance with the applicable regulations.

## **9. STANDARDS WITH REGARD TO TREASURY STOCK**

Pursuant to these Regulations, treasury stock transactions shall be understood to be those that the Company conducts, whether directly or indirectly, and whose subject matter is Company shares, instruments or agreements of any nature, including underlying instruments, that grant the right to acquire Company shares.

All treasury stock transactions must be of a legitimate nature, such as, amongst others, providing investors with suitable volumes of liquidity and depth in the securities and minimising the possible temporary imbalances that might exist between supply and demand in the market; executing treasury stock purchase programmes approved by the Board of Directors or as agreed upon at the AGM; fulfilling prior legitimate commitments made or for any other purposes permitted by law. In no case are the transactions to correspond to a proposal for intervention in the free process of price setting. Specifically, all conduct referred to in article 231 of the TRLMV and in article 2 of RD 1333/2005 must be avoided at all costs.

Under no circumstances may treasury stock transactions be carried out on the basis of access to the Privileged Information.

The management of the treasury stock portfolio must be carried out with total transparency in relations with market supervisors and regulatory bodies.

As the person responsible for treasury stock transactions, the Company's Treasury Stock Portfolio Manager will perform the following duties:

- (i) Managing the treasury stock portfolio in accordance with the generally established principles in these Regulations and those laid down by the Company's governing bodies.

- (ii) Monitoring the evolution of the Negotiable Securities, whereby he or she is obliged to inform the Company's Legal Director, CFO and Board of Directors of any significant variation in the quotation that, in reasonable terms cannot be attributed to market movements.
- (iii) Maintaining a file of all transactions ordered and carried out for the treasury stock portfolio operations at the disposal of the Company's Legal Director or the persons he or she designates.
- (iv) Establishing the relationships with the supervisory entities that are necessary for full compliance with these Regulations.
- (v) Informing the Company's Legal Director and CFO (or the Regulatory Compliance Body) of any significant incident arising in the management of the treasury stock portfolio, as well as of the evolution of the Company's treasury stock in the market and any treasury stock transactions carried out. The CNMV must also be notified of any such transactions in compliance with the applicable regulations, and of any liquidity agreements the Company has entered into or has planned to enter into with a market member.

All staff that manage the treasury stock portfolio shall be subject to a special confidentiality agreement with regard to treasury stock transactions.

As a general rule, notwithstanding the exemptions provided for in current legislation, no operations may be conducted with treasury stock in the fifteen (15) calendar days prior to the disclosure of the quarterly, six-monthly and annual forecasts of results that must be submitted to the CNMV and the Stock Exchange's Governing Bodies, or until their general publication.

## **10. CONFLICTS OF INTEREST**

The Persons Subject to the Regulations submitted to conflicts of interest are to observe the following general principles of conduct:

**Independence.** The Persons Subject to the Regulations are to behave at all times with freedom of opinion, with loyalty to the Company and its shareholders, and independently of their own or outside interests. In consequence, they are to abstain from giving priority to their own interests at the expense of those of the Company.

**Abstention.** They are to abstain from intervening in or influencing the taking of decisions that may affect the persons or entities with which there is a conflict of interest and from accessing the Relevant Information that affects said conflict.

**Notification.** The Persons Subject to the Regulations must notify the Company's Legal Director of the possible conflicts of interest in which they find themselves.

A conflict of interest shall be considered to be any situation in which there is a clash, whether direct or indirect, of the interests of the Company or any of the companies in the Fluidra Group and the personal interests of the Persons Subject to the Regulations. Conflicts of interest shall likewise arise if a matter has a bearing on a Person Subject to the Regulations or any of the persons related to him or her.

Notwithstanding the provisions set out in these Regulations, with regard to this matter the directors of the Company shall be governed by the provisions in the Regulations of the Company's Board of Directors.

#### **11. TRANSACTIONS WITH PERSONS SUBJECT TO THE REGULATIONS WITH CONFLICTS OF INTEREST**

Transactions conducted between the Company and any of the companies in the Fluidra Group, and any Persons Subject to the Regulations whomsoever, must be performed at arm's length and in compliance with any provisions made by the Company's Board of Directors in this article.

#### **12. NOTIFICATIONS FILE AND SHARES REGISTER**

The Company's Legal Director is obliged to keep the disclosures, notifications and any other action related with the obligations contained in these Regulations duly filed.

Likewise, the Company's Legal Director is to maintain a register of the information relating to the Company's Negotiable Securities and Financial Instruments owned by the Persons Subject to the Regulations. They must be asked to confirm their balances for the Negotiable Securities and Financial Instruments included in the file at least once a year.

The details in this file must be kept strictly confidential. The Company's Legal Director must notify the Board of Directors periodically of the contents of these files and whenever so requested by that body.

#### **13. CRIME PREVENTION**

In view of the amendments made to the Criminal Code by virtue of Organic Law 5/2010, of 22 June (Official State Gazette—BOE—no. 152, of 23 June 2010), which came into force on 23 December 2010, whereby companies may be held criminally liable, notwithstanding the crime prevention and detection programme or code that may have been drawn up by the Company. It must be highlighted that with regard to the subject matter of these Regulations, which have been

approved and implemented by the Company to prevent and stop any crimes that may be committed in the Company and its Group, effective monitoring, investigation, notification and penalty mechanisms have been put in place. Therefore, should there be any indication whatsoever that a criminal act has been committed, the corresponding investigation will be opened and, should it transpire that a criminal act has taken place, the appropriate disciplinary measures will be applied, without prejudice to the corresponding reports that may be filed with the competent police or legal authorities.

#### **14. SUPERVISING COMPLIANCE WITH THE INTERNAL CONDUCT REGULATIONS**

In accordance with the provisions in the Articles of Association and in the Regulations of the Company's Board of Directors, the Audit Committee is to supervise the effective compliance with the obligations covered in these Regulations, to which end its responsibilities are as follows:

- (i) Complying with and enforcing compliance with the standards of conduct for the securities markets and the rules of these Regulations, their procedures and other complementary legislation, present or future.
- (ii) Promoting awareness of the Regulations and other standards of conduct in the securities markets by the Persons Subject to the Regulations.
- (iii) Developing, as applicable, procedures and rules considered appropriate for the application of the Regulations.
- (iv) Interpreting the rules contained in the Regulations and resolving any doubts or questions raised by the Persons Subject to the Regulations.
- (v) Hearing the disciplinary actions against the Persons Subject to the Regulations for breach of the rules contained in these Regulations.
- (vi) Proposing to the Company's Board of Directors any modifications or improvements to these Regulations that it considers appropriate.

The Audit Committee will have all of the powers necessary in order for it to carry out its functions, specifically, among other aspects it will be entitled to:

- (i) Require from the Persons Subject to the Regulations any details or information it considers necessary.
- (ii) Establish the information requirements, control rules and other measures it considers appropriate.

The Audit Committee is to report annually to the Board of Directors, as well as whenever it considers it necessary or is so required by the Board, on the measures adopted to ensure compliance with the provisions of the Regulations,

its level of compliance, and the incidents that have arisen or are still open, as applicable, in this period.

In order to facilitate compliance with the aforementioned obligations of the Audit Committee, the Managing Director will designate a Compliance Officer who will report directly to him. The Compliance Officer will monitor the compliance of all internal rules of the Company and rules established by the CNMV and other official entities that could affect the Company as a listed company. The Compliance Officer will likewise regularly inform the Audit Committee about the level of the compliance with the rules, so that the Committee is able to discharge the duties indicated in this paragraph.

#### **15. UPDATES**

In accordance with the provisions of additional provision four of Act 44/2002, these Regulations are to be updated by the Board of Directors whenever it is necessary to bring its contents in line with the applicable provisions in force.

#### **16. BREACH**

A breach of the provisions of these Regulations on Conduct will be considered as professional misconduct, the seriousness of which will be determined in the procedure followed in compliance with the applicable provisions.

The above will be considered as not affecting the administrative, civil or criminal liability that may apply in each case to the person in breach.

#### **17. ENTRY INTO FORCE**

These Regulations on Conduct will be valid indefinitely and will come into force on the day following admission for official trading on the Securities Markets. The Company's Legal Director is to notify this to the Persons Subject to the Regulations by ensuring that the contents of these Regulations are known, understood and accepted by all of the persons belonging to the organisation to which it applies.



For information purposes only

DOCUMENTS TO BE AUTHORISED ALONG WITH THE INTERNAL  
REGULATIONS ON CONDUCT IN THE COMPANY'S SECURITIES  
MARKETS

**DOCUMENT 1**

**COMMITMENT TO UPDATING BY THE COMPANY AND TO ADHESION BY  
THE PERSONS SUBJECT TO THE REGULATIONS TO BE SENT TO  
THE CNMV**

Mr. [●]  
COMISIÓN NACIONAL DEL MERCADO DE VALORES  
[C/Edison  
28006 Madrid]

[place], [day] [month] [year]

In accordance with the provisions of article 225.2 of Royal Legislative Decree 4/2015, of 23 October, which passed the amended text of the Securities Market Act, FLUIDRA, S.A. (the “**Company**”) hereby undertakes to update its Internal Regulations on Conduct in Securities Markets whenever this is necessary to bring its contents in line with the applicable legal provisions in force. It likewise hereby states that the content of these Internal Regulations on Securities Markets is known, understood and accepted by all persons belonging to the Company to whom it applies.

Yours faithfully,

FLUIDRA, S.A.

Signed: \_\_\_\_\_

[Name]

**DOCUMENT 2**

**LETTER OF COMPLIANCE TO BE SIGNED BY THE PERSONS SUBJECT  
TO THE REGULATIONS**

M. [...]

[*Position*]

FLUIDRA, S.A.

[*Address*]

[place], [day] [month] [year]

I hereby notify you that I have been duly informed of the contents of the Internal Regulations on Conduct in the Securities Markets of FLUIDRA. S.A., which I have read, understood and accepted, thereby undertaking to comply with whatever obligations to which I may be subject as provided for in them.

I also state that I have been informed that:

(i) The improper use of the privileged information to which I may have access may constitute a very serious breach as provided for in article 225.2 of Royal Legislative Decree 4/2015, of 23 October, which passed the amended text of the Securities Markets Act (“**TRLMV**”), a serious breach as provided for in article 295.5 of the aforementioned Act or an offence of abusing privileged information in the stock exchange provided for in article 285 of Organic Law 10/1995 of 23 November that passed the Criminal Code.

(ii) The improper use of the privileged information may be subject to penalties as provided for in articles 302 and 303 of the TRLMV and in article 285 of Organic Law 10/1995, of 23 November, which passed the Criminal Code, namely, fines, public warnings, dismissal or imprisonment.

Likewise, in accordance with the provisions of Organic Law 15/1999 on the Personal Data Protection, of 13 December, I hereby state that I have been informed that my personal details contained in this letter and in notifications made in compliance with the Internal Regulations on Conduct will be added to an automated file held by [●], for which the file controller is responsible, with

address at [●], in order to comply with the provisions of the Internal Regulations on Conduct.

Finally, I state that I have been informed of the possibility of exercising my rights to access, correct, cancel or challenge pursuant to current legislation by contacting the file controller in writing.

Yours faithfully,

Signed: \_\_\_\_\_

Name

[Director/Senior manager/Other]

## ANNEX 1

### STANDARD CONFIDENTIALITY AGREEMENT FOR EXTERNAL ADVISORS

Mr/Ms [...]

[Position]

FLUIDRA, S.A.

[Address]

[Place], [•] [•] [•]

To whom it may concern,

I, the undersigned, do hereby promise and agree to maintain strict confidentiality in respect of all information and data that may come to my attention from Relevant Documents or as may be defined as such in the Internal Regulations on Conduct in the Securities Markets of Fluidra, S.A., as well as any information to which I have access in the context of the [details of the transaction].

Similarly, and in compliance with Organic Law 15/1999, of 13 December, on Personal Data Protection, I hereby acknowledge that I have been duly informed that my personal information shall be entered into a Registry of Persons Subject to the Regulations and used for the purposes set forth in the abovementioned Regulations.

Furthermore, I have been duly informed of my rights regarding the access, rectification, cancelation and challenge of said personal information by contacting the person identified as being responsible for the said Register.

Yours faithfully,

Signature: \_\_\_\_\_

[Full Name]